ECC INTERNATIONAL CORP
Form 10-Q
November 14, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2002**

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______________________ to _________________________

Commission File Number: **001-8988**

ECC International Corp.

(Exact name of registrant as specified in its charter)

Delaware	23-1714658
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2001 West Oak Ridge Road, Orlando, FL	32809-3803
(Address of principal executive offices)	(Zip Code)

(407) 859-7410

(Registrant s telephone number, including area code)
Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] Yes [ ] No

As of November 11, 2002 there were 7,878,194 shares of the Registrant s Common Stock, $.10 par value per share, issued and outstanding.

PART I. FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

ECC INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
THREE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001
(In Thousands Except Per Share Data)
(Unaudited)

	Three Months Ended 9/30/2002	**Three Months Ended 9/30/2001**
Sales	$ 7,353	$ 6,147
Cost of Sales	4,572	4,430
Gross Profit	2,781	1,717
Expenses:		
Selling, General & Administrative	1,586	1,797
Independent Research and Development	284	484
Total Expenses	1,870	2,281
Operating Income/(Loss)	911	(564)
Other Income/(Expense):		
Interest Income	26	8
Interest Expense	(21)	(24)
Other Net	(19)	44
Total Other Income/(Expense)	(14)	28
Income/(Loss) Before Income Taxes	897	(536)
Provision/(Benefit) for Income Taxes		
Net Income/(Loss)	$ 897	$ (536)
Net Income/(Loss) Per Common Share-Basic/Diluted	$ 0.11	$ (0.07)

See accompanying notes to the consolidated financial statements

ECC INTERNATIONAL CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In Thousands)

	(Unaudited) 9/30/2002	(Audited) 6/30/2002
ASSETS		
Current Assets:		
Cash	$ 4,359	$ 6,280
Accounts Receivable	4,350	2,152
Cost and Estimated Earnings in Excess of Billings on Uncompleted Contracts	10,176	9,458
Inventories	774	920
Prepaid Expenses and Other	197	274
Total Current Assets	19,856	19,084
Property, Plant and Equipment Net	11,599	11,823
Other Assets	22	32
Total Assets	$31,477	$30,939

Continued...

ECC INTERNATIONAL CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (Continued)
(In Thousands Except Share and Per Share Data)

	(Unaudited) 9/30/2002	(Audited) 6/30/2002
LIABILITIES & STOCKHOLDERS EQUITY		
Current Liabilities:		
Accounts Payable	$ 1,798	$ 2,121
Accrued Expenses and Other	1,719	1,972
Total Current Liabilities	3,517	4,093
Deferred Income Taxes	61	61
Total Liabilities	3,578	4,154
COMMITMENTS AND CONTINGENCIES		
Stockholders Equity:		
Preferred Stock, $.10 par; 1,000,000 shares authorized; none issued and outstanding		
Common Stock, $.10 par; 20,000,000 shares authorized; issued and outstanding, 8,605,194 and 7,878,194 (8,577,608 and 7,850,608 at 6/30/02)	860	858
Note Receivable from Stockholder		(168)
Capital in Excess of Par	25,540	25,493
Retained Earnings	4,408	3,511
Treasury Stock, at cost (727,000 shares)	(2,909)	(2,909)
Total Stockholders Equity	27,899	26,785
Total Liabilities & Stockholders Equity	$31,477	$30,939

See accompanying notes to the consolidated financial statements

ECC INTERNATIONAL CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001
(In Thousands)
(Unaudited)

	Three Months Ended 9/30/2002	Three Months Ended 9/30/2001
Cash Flows From Operating Activities:		
Net Income/(Loss)	$ 897	$ (536)
Items Not Requiring Cash:		
Depreciation	397	528
Amortization		25
Loss/(Gain) on Disposal of Equipment	19	(4)
Changes in Certain Assets and Liabilities:		
Accounts Receivable	(2,198)	574
Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts	(718)	1,210
Inventories	146	(63)
Prepaid Expenses and Other	87	26
Accounts Payable	(323)	(338)
Accrued Expenses and Other Long-Term Liabilities	(253)	295
Net Cash Provided By/(Used In) Operating Activities	(1,946)	1,717
Cash Flows From Investing Activities:		
Proceeds from Sales of Assets	9	4
Additions to Property, Plant and Equipment	(201)	(189)
Net Cash Provided by/(Used In) Investing Activities	(192)	(185)
Cash Flows From Financing Activities:		
Proceeds From Issuance of Common Stock and Options Exercised	49	
Note Receivable from Stockholder	168	
Borrowings Under Revolving Credit Facility		4,873
Repayments Under Revolving Credit Facility		(5,030)
Net Cash Provided by/(Used In) Financing Activities	217	(157)
Net Increase/(Decrease) in Cash	(1,921)	1,375
Cash at Beginning of the Period	6,280	39
Cash at End of the Period	$ 4,359	$ 1,414

Continued...

ECC INTERNATIONAL CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 (Continued)
(In Thousands)
(Unaudited)

	Three Months Ended 9/30/2002	**Three Months Ended 9/30/2001**
Supplemental Disclosure of Cash Flow Information:		
Cash Paid During the Year For:		
Interest	$ 21	$ 24
Supplemental Schedule of Non Cash Financing Activities:		
Issuance of Director Equity Compensation	$	$ 4

See accompanying notes to the consolidated financial statements

ECC INTERNATIONAL CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. The accompanying consolidated financial statements are unaudited and have been prepared by ECC International Corp. (the Company) pursuant to the rules and regulations of the Securities and Exchange Commission. The June 30, 2002 the consolidated balance sheet was derived from audited consolidated financial statements but does not include all disclosures required by generally accepted accounting principles in the United States of America. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the consolidated financial position, results of operations, comprehensive income and cash flows for the interim presented. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto in the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2002.

   The Company has no Comprehensive Income other than Net Income.

2. Inventories

	(In Thousands) 9/30/2002	6/30/2002
Work in Process	$100	$ 187
Raw Materials	750	1,343
Total Gross Value	850	1,530
Reserves for Excess/Obsolete	(76)	(610)
Net Value	$774	$ 920

Work in process inventory is valued using the specific identification cost method, but not in excess of net realizable value. The Company values raw materials at the lower of average cost or market. On a quarterly basis, inventory items are evaluated to identify slow-moving, excess or obsolete parts. An assessment of potential use on future programs including spare parts orders, repairs and warranty work, is the basis for the establishment of a reserve for excess and obsolete inventory.

3. Debt

On June 24, 1999, the Company entered into a revolving credit facility (Credit Facility) with Mellon Bank, N.A., which was subsequently purchased by LaSalle Business Credit, totaling $12.5 million and expiring on June 24, 2003. The Credit Facility was amended in November 2001 to reduce the line of credit to $5.0 million. Available borrowings are based on a formula of receivables and property, as defined in the Credit Facility. As of September 30, 2002, there was no outstanding balance under the Credit Facility and the Company is in compliance with the covenants. Based on the positive cash balance since July 13, 2001 and the positive cash projections for the balance of fiscal year 2003, management believes that operational cash requirements can be funded internally.

The Credit Facility includes a subjective acceleration clause as well as a lockbox requirement under the control of the lender, whereby all collections of trade receivables are used to immediately reduce any outstanding balance under the Credit Facility.

4. Income Taxes

The Company has approximately $12.3 million of cumulative federal net operating loss carryforwards, which expire between 2019 and 2022. In addition, the Company had available at June 30, 2002, cumulative net operating loss carryforwards of $18.0 million for Florida state income tax purposes, which expire between 2019 and 2022. This amount is prior to any potential net operating losses generated in the current year.

5. Unusual Expenses

Dr. James C. Garrett, President and Chief Executive Officer left the Company in June 2002. Severance costs of approximately $255,000 were recorded in June 2002, and are included in Accrued Expenses and Other. These costs will be paid during fiscal year 2003. On July 1, 2002, Dr. Garrett repaid in full an outstanding Promissory Note owed the Company, which included the principal balance of $146,250 and accrued interest through June 30, 2002 of $33,000 for a total of $179,250.

In July 2002, the Company reduced its operating cost by eliminating 15 employees or 11% of the employees. The employee termination benefits associated with the reductions were approximately $202,000 and were recorded in the first quarter of fiscal year 2003. Annual compensation savings associated with these actions were approximately $1.2 million.

The following table sets forth the details and the cumulative activity associated with the accrual of these termination costs (in thousands):

Accrued Employee Termination Benefits at 6/30/02	$ 255
Employee Termination Benefits Incurred	202
Cash Payments	(193)
Accrued Employee Termination Benefits at 9/30/02	$ 264

6. Business Segment Information

The Company operates in one segment-training. This segment includes the design and manufacture of training simulators.

Sales by Class of Customer

	(In Thousands) Three Months Ended	
	9/30/2002	9/30/2001
U.S. Department of Defense		
Direct	$2,220	$1,571
Subcontract	5,133	4,576
Total Sales	$7,353	$6,147

Export Sales from the U.S. were not material for the three-month periods ended September 30, 2002 and September 30, 2001. There were no Foreign Military Sales for the three-month periods ended September 30, 2002 and September 30, 2001. Export sales do not include Foreign Military Sales through U.S. Government Agencies and prime contractors of $157,000 during the three-month period ended September 30, 2002.

Since a substantial portion of the Company s revenues are attributable to long-term contracts with various government agencies, any factor affecting procurement of long-term government contracts such as changes in government spending, cancellation of weapons programs and delays in contract awards could have a material impact on the Company s financial condition and results of operations.

Sales by Geographic Area

All of the Company s Revenues, Operating Income and Long-Lived Assets are within the United States.

7. Earnings/(Loss) Per Share

Basic earnings/(loss) per common share is computed by dividing net earnings/(loss) available to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted earnings/(loss) per share is computed by dividing net earnings/(loss) available to common stockholders by the weighted-average number of common shares outstanding during the period adjusted for the number of shares that would have been outstanding if the dilutive potential common shares resulting from the exercise of stock options had been issued. The diluted earnings/(loss) per share does not assume the exercise of stock options that would have an antidilutive effect on earnings/(loss) per share.

The Company s dilutive potential common shares consist of stock options. In calculating diluted earnings per share for the three-month period ended September 30, 2001, approximately 49,500 dilutive potential common shares were not included in computing earnings per share since they would have an anti-dilutive effect. The number of potentially dilutive common shares for the three-month period ended September 30, 2002 was 11,405.

The number of shares outstanding for each period presented is as follows:

	Three-Months Ended	
	9/30/2002	**9/30/2001**
Basic	7,850,908	7,830,299
Dilutive	7,862,313	7,830,299

8. Commitments and Contingencies

During fiscal year 2001, the Company announced the formation of a strategic planning committee to evaluate various strategic alternatives for enhancing stockholder value including a potential sale of the Company. In order to retain critical employees, retention agreements were implemented with 28 key employees whereby an incentive of 15-20% of their salaries would be payable in two increments: half at the date of the sale of the Company and half six months after the close of the sale. These payments totaling $420,000 will be recorded in the event the Company is sold on or before March 11, 2003.

As the Company reconfigures into a smaller space, certain activities will be outsourced. Retention agreements were implemented in order to temporarily retain 12 key employees whose jobs will be outsourced during fiscal year 2003. Severance payments and retention bonuses totaling $115,000 will be recorded as the employees are terminated based on the employees remaining with the Company through completion dates ranging from November 2002 through March 2003.

The Company is party to various legal proceedings arising from normal business activity. Management believes that the ultimate resolution of these matters will not have an adverse material effect on the Company s financial condition or results of operations.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words believes, anticipates, plans, expects, and similar expressions are intended to identify forward-looking statements. There are a number of factors that could cause the Company s actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth below under the caption Certain Factors That May Affect Future Operating Results.

a) Material Changes in Financial Condition

During the three-month period ended September 30, 2002, the Company s principal source of cash was from operations. The Company s cash balance decreased by $1.9 million since fiscal year end 2002 due primarily to working capital requirements to support operations.

Liquidity and Capital Resources

As of September 30, 2002, the Company is in compliance with the credit facility covenants. See Note 3 of the Notes to Consolidated Financial Statements for more information on the Credit Facility. Based on the positive cash balance since July 13, 2001 and the positive cash projections for the balance of fiscal year 2003, management believes that operational cash requirements can be funded internally.

The Company considers the capacity of its Orlando, Florida facilities to exceed its present needs and is in the process of attempting to sell the facilities to a third party with a long-term leaseback of 90,000 square feet. At this time, the Company is negotiating a Purchase and Sale Agreement with a potential buyer. There can be no assurance that the Company will be able to consummate such transaction.

During the remainder of fiscal year 2003, the Company anticipates spending approximately $300,000 to refurbish the Orlando facility and purchase new machinery and equipment.

Dr. James C. Garrett, President and Chief Executive Officer left the Company in June 2002. Severance costs of approximately $255,000 were recorded in June 2002, and are included in Accrued Expenses and Other. These costs will be paid during fiscal year 2003.

In July 2002, the Company reduced its operating cost by eliminating 15 employees or 11% of the employees. The employee termination benefits associated with the reductions were approximately $202,000 and were recorded in the third quarter of fiscal year 2003. Annual compensation savings associated with these actions were approximately $1.2 million.

Management s plans to improve future profitability include: (1) a continuation of both direct and indirect cost reduction initiatives and improvement of operating performance, (2) an aggressive focus on obtaining follow-on awards to existing business, and (3) the implementation of strategies to procure new business and penetrate new markets.

Other than as stated above, the Company currently has no other material commitments for capital expenditures. Management believes that with the funds available under its projected cash flows, the Company will have sufficient resources to meet planned operating commitments for the foreseeable future.

b) Material Changes in Results of Operations.

Sales increased 20% or $1.2 million for the three-month period ended September 30, 2002, compared to the same period ended September 30, 2001 due primarily to the higher volume on the Javelin FTT and EST 2000 programs.

Selling, general and administrative expenses decreased 12% or $211,000 during the three-month period ended September 30, 2002, compared to the same period ended September 30, 2001, due primarily to workforce reductions and other costs reduction actions that took place during fiscal year 2002.

Independent research and development expenses decreased 41% or $200,000 for the three-month period ended September 30, 2002, compared to the same period ended September 30, 2001, due primarily to reduced activities related to the EST 2000 program.

c) Certain Factors That May Affect Future Operating Results.

The following important factors, among others, could cause actual results to differ materially from those indicated by forward-looking statements made in this Quarterly Report on Form 10-Q and presented elsewhere by management from time to time. All forward-looking statements included in this Form 10-Q are based on information available to the Company on the date hereof, and the Company assumes no obligation to update such forward-looking statements.

A number of uncertainties exist that could affect the Company s future operating results including, without limitation, general economic conditions, changes in government spending, borrowing availability under and compliance with the Credit Facility, cancellation of weapons programs, delays in contract awards, delays in the acceptance process of contract deliverables, the Company s continued ability to develop and introduce products, the introduction of new products by competitors, pricing practices of competitors, the cost and availability of parts and the Company s ability to control costs.

To date, a substantial portion of the Company s revenues have been attributable to long-term contracts with various government agencies. As a result, any factor adversely affecting procurement of long-term government contracts could have a material adverse effect on the Company s financial condition and results of operations.

Because of these and other factors, past financial performance should not be considered an indication of future performance. The Company s future quarterly operating results may vary significantly. Investors should not use historical trends to anticipate future results and should be aware that the trading price of the Company s Common Stock may be subject to wide fluctuations in response to quarterly variations in operating results and other factors, including those discussed above.

Critical Accounting Policies

The Company considers that certain accounting policies are critical due to the estimation process involved in each of them. The assumptions and judgement utilized in developing these estimates are based on the information available at the time including an assessment of the risks and uncertainties. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented. The significant accounting policies, which the Company believes are the most critical to aid in fully understanding and evaluating our reported financial results, include the following:

Revenue Recognition

Contract sales and anticipated profits are recognized using the percentage of completion method measured by the ratio of costs incurred to date to estimated total costs. The Company reevaluates the estimated costs to complete on the entire contract on a quarterly basis. Any revisions in estimated costs or contract value during the progress of the work may affect the estimated gross margin percentage for the contract. Estimated costs may be adjusted favorably or unfavorably based on projected changes in areas such as labor efficiencies, material price negotiations, supplier delivery schedules, design and development progress and overhead rate projections. Changes in gross margin percentages have the effect of adjusting the current period earnings applicable to performance in prior periods.

Anticipated losses on contracts in progress are recorded in the period in which the losses are identified. Claims would be included as a component of contract value for purposes of revenue recognition at such time as the amount is reasonably determinable and probable.

Inventories

The Company values raw materials at the lower of average cost or market. On a quarterly basis, inventory items are evaluated to identify slow-moving, excess or obsolete parts. An assessment of potential use on future programs including spare parts orders, repairs and warranty work, is the basis for the establishment of a reserve for excess and obsolete inventory. Potential usage assessments may be impacted favorably or unfavorably by changes in the Company s projected contracts, parts obsolescence and level of spares and repairs.

Deferred Tax Assets

The Company has provided a full valuation reserve against its deferred tax assets. In the future, if sufficient evidence of the Company s ability to generate future taxable income becomes apparent, the Company may reduce its valuation allowances resulting in income tax benefits in the Company s consolidated statement of operations. Management evaluates the realizability of the deferred tax assets quarterly and assesses the valuation allowance quarterly.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is subject to interest rate risk on its borrowings under the Credit Facility. The Credit Facility has a floating interest rate based on prevailing market rates. Accordingly, the carrying value of the debt is generally not affected by fluctuations in interest rates. However, such changes in interest rates could affect future interest expense and hence earnings and cash flows.

ITEM 4. CONTROLS AND PROCEDURES

Based on their evaluation, as of a date within 90 days of the filing of this Form 10-Q, the Company s Chief Executive Officer and Chief Financial Officer have concluded the Company s disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934) are effective. There have been no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II. OTHER INFORMATION

ECC INTERNATIONAL CORP.

ITEM 6. Exhibits and Reports on Form 8-K

a. Exhibits

None

b. Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ECC INTERNATIONAL CORP.

Date: November 13, 2002

/s/ Melissa Van Valkenburgh

Melissa Van Valkenburgh
Chief Financial Officer

ECC INTERNATIONAL CORP.

a Delaware corporation

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Section 302 Certification

I, James R. Henderson certify that:

1. I have reviewed this quarterly report on Form 10-Q of ECC International Corp.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant s disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant s other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant s auditors and the audit committee of registrant s board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant s ability to record, process, summarize and report financial data and have identified for the registrant s auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal controls; and

6. The registrant s other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

/s/ James R. Henderson

James R. Henderson
Chief Executive Officer

ECC INTERNATIONAL CORP.

a Delaware corporation

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Section 302 Certification

I, Melissa Van Valkenburgh, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ECC International Corp.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant s disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant s other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant s auditors and the audit committee of registrant s board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant s ability to record, process, summarize and report financial data and have identified for the registrant s auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal controls; and

6. The registrant s other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

/s/ Melissa Van Valkenbuogh

Melissa Van Valkenburgh
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350), the undersigned, James R. Henderson, President and Chief Executive Officer of ECC International Corp., a Delaware corporation (the Company), does hereby certify, to his knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 of the Company (the Report) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James R. Henderson

James R. Henderson
President and Chief Executive Officer
November 13, 2002

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350), the undersigned, Melissa Van Valkenburgh, Chief Financial Officer of ECC International Corp., a Delaware corporation (the Company), does hereby certify, to his knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 of the Company (the Report) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Melissa Van Valkenburgh

Melissa Van Valkenburgh
Chief Financial Officer
November 13, 2002